

ARTICLES OF INCORPORATION
OF
THE MONTGOMERY COUNTY PARKS FOUNDATION, INC.

THIS IS TO CERTIFY:

FIRST: That the subscribers, Gus Bauman, 2005 Luzerne Avenue, Silver Spring, Maryland 20910, Richmond M. Keeney, 9109 McDonald Drive, Bethesda, Maryland 20817, Nancy M. Floreen, 10801 Keswick Street, Garrett Park, Maryland 20896, Patricia S. Baptiste, 7 Grafton Street, Chevy Chase, Maryland 20815, and Davis M. Richardson, 16610 Sugarland Road, Boyds, Maryland 20841, all adults over eighteen (18) years of age hereby do declare their intention of forming a corporation under and by virtue of the general laws of the State of Maryland authorizing the formation of corporations.

SECOND: The name of the corporation (hereinafter referred to as the "Corporation") is: The Montgomery County Parks Foundation, Inc.

THIRD: The purpose or purposes for which the Corporation is organized are:

(a) To preserve, promote and advance the acquisition, protection, use and development of park land located in Montgomery County, Maryland and owned and/or operated by the Maryland-National Capital Park and Planning Commission, a public body corporate (hereinafter sometimes referred to as

"M-NCPPC" or the "Commission"), pursuant to applicable Park Master Plans and/or other Park Planning documents adopted by the Commission, in order to more adequately serve and provide facilities for the citizens and residents of Montgomery County, Maryland and to thereby lessen the burdens of government.

(b) To engage in activities exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code).

(c) The foregoing enumeration of the purposes, powers, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by the laws of the State of Maryland. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of the State of Maryland.

FOURTH: The Post Office address at which the principal office of the Corporation in the State of Maryland shall be located is 9500 Brunett Avenue, Silver Spring, Maryland 20901. The resident agent of the Corporation is Donald K.

Cochran, a Maryland citizen and resident whose address is 9500 Brunett Avenue, Silver Spring, Maryland 20901.

FIFTH: THE CORPORATION SHALL NOT BE AUTHORIZED TO ISSUE CAPITAL STOCK.

SIXTH: (a) The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster or attain any of such purposes, including the following:

(i) To solicit gifts, donations, bequests, legacies and conveyances of real and personal property; to apply for, receive and administer grants from private or public sources; and to borrow funds from public or private sources all in furtherance of the purposes set forth in Article 1, herein. Corporation property shall not be used as collateral to secure any debts of the Corporation. The Corporation shall have the right to refuse acceptance of any

gift whose use is restricted in such a manner that it cannot be used to further the purposes of the Corporation.

(ii) To provide funds, assistance or property to finance, aid, supplement or augment any development, function, activity or program approved by the Montgomery County Planning Board ("MCPB").

(iii) To authorize and dictate appropriate methods for the establishment of Friends Groups under the Corporation and to provide technical assistance and administrative support for Friends Groups within the Corporation which organize for the benefit of a particular park program or property.

(iv) To enter into agreements with the Commission as may be necessary and desirable for carrying out the functions of the Corporation.

(v) To use its best efforts to assure that the Corporation assets and funds are spent equitably throughout the geographic and park classification range of the Montgomery County Park System.

(b) Notwithstanding anything herein to the contrary, the Corporation is organized exclusively for charitable,

religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(c) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

(d) Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation/organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or

corresponding section of any future Federal tax code) or (b) by a corporation/organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

SEVENTH: The powers of the Corporation shall be exercised and its affairs conducted by a Board of Trustees, who shall be elected in the manner provided from time to time in the by-laws of the Corporation. The initial number of Trustees of the Corporation shall be five (5), which number may be increased to or decreased pursuant to the bylaws of the Corporation, but shall not be less than five (5). The names of all successors shall be submitted to the MCPB to approve or deny prior to the election of such successors to the Board of Trustees. The following are the names of the directors who shall act until the first annual meeting and until their successors are duly elected and qualified or until their earlier resignation, removal from office, or death:

Gus Bauman

Richmond M. Keeney

Nancy Floreen

Patricia Baptiste

Davis M. Richardson

EIGHTH: To the maximum extent Maryland law in effect from time to time permits the liability of trustees and officers to be limited or eliminated, no trustee or officer of the Corporation shall be liable to the Corporation or its members for money damages. ~~Neither~~ the amendment nor repeal of this Article, nor the adoption or amendment of any provision of the Corporation's Charter or Bylaws inconsistent with this Article, shall apply to or affect in any respect the applicability of the preceding sentence with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.

NINTH: (a) To the maximum extent permitted by the laws of the State of Maryland in effect from time to time, and subject to compliance with any procedures and other requirements prescribed by said laws, any person who is or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she (i) is or was a trustee or officer of the Corporation or of a predecessor of the Corporation, or (ii) is or was a trustee or officer of the Corporation or of a predecessor of the Corporation and is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, other enterprise, or

employee benefit plan, shall be indemnified by the Corporation against judgments, penalties, fines, settlements and reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with such action, suit or proceeding, or in connection with any appeal therein (which reasonable expenses may be paid or reimbursed in advance of final disposition of any such suit, action or proceeding).

(b) To the maximum extent permitted by the laws of the State of Maryland in effect from time to time, and subject to compliance with any procedures and other requirements prescribed by said laws, any person who is or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she (i) is or was an employee or agent of the Corporation or of a predecessor of the Corporation, or (ii) is or was an employee or agent of the Corporation or of a predecessor of the Corporation and is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, other enterprise, or other employee benefit plan, may (but need not) be indemnified by the Corporation against judgments, penalties, fines, settlements and reasonable expenses, including attorneys'

fees, actually and necessarily incurred by him in connection with such action, suit or proceeding, or in connection with any appeal therein (which reasonable expenses may be paid or reimbursed in advance of final disposition of any such suit, action or proceeding).

(c) Neither the amendment nor repeal of this Article, nor the adoption or amendment of any other provision of the bylaws or Charter of the Corporation inconsistent with this Article, shall apply to or affect in any respect the applicability of this Article with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.

(d) The foregoing right of indemnification and advancement of expenses shall not be deemed exclusive of any other rights of which any officer, trustee, employee or agent of the Corporation may be entitled apart from the provisions of this Article.

TENTH: The Board of Trustees of the Corporation shall not be authorized to alter or amend these Articles without the prior written consent of the Montgomery County Planning Board.

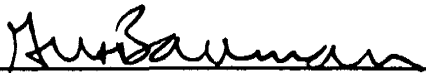
ELEVENTH: (a) Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose

of all of the assets of the Corporation exclusively for the purposes of the Corporation to the M-NCPPC for public purposes. Any such assets not so disposed of shall be disposed of by the court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

(b) The Corporation may not be dissolved without the prior written consent of the Montgomery County Planning Board.

ELEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we, as Subscribers to these Articles of Incorporation acknowledge, on the 4th day of June, 1992, under the penalties of perjury that the matters and facts contained in these Articles of Incorporation are true and correct in all material respects to the best of our knowledge, information and belief, and that the execution of these Articles of Incorporation is our act and deed.


Gus Bauman


Richmond M. Keeney


Nancy M. Floreen


Patricia S. Baptiste


Davis M. Richardson

BY-LAWS
OF
THE MONTGOMERY COUNTY PARKS FOUNDATION, INC.

Article One
Name and Purpose

1.1) The name of the corporation shall be The Montgomery County Parks Foundation, Inc.

1.2) The purposes of the Foundation are as set forth in the Articles of Incorporation.

Article Two
Membership

2.1) The Board of Trustees of the Foundation shall constitute the only voting membership.

2.2) The Board of Trustees of the Foundation may by affirmative vote of not less than three-fifths (3/5) of the members of the Board of Trustees designate one or more classes of non-voting members in the Foundation. The rights and conditions of membership shall be determined by the Board of Trustees when such class or classes are designated. No class of membership shall have the right to vote or otherwise participate in the management of the Foundation.

Article Three
Board of Trustees

3.1) The property, affairs and business of the Foundation shall be managed by a Board consisting of not less than five (5) nor more than fifteen (15) Trustees, who shall constitute the membership of the Board, provided, however, that the initial Board of five (5) Trustees designated in the Articles of Incorporation shall govern the corporation until the first annual Board of Trustees meeting at which the initial Board shall elect the first elective Board of Trustees. Each Trustee shall be a legal adult. Not less than seventy-five percent (75%) of the elected Trustees shall be residents of Montgomery County, Maryland. Trustees shall serve four year terms. A Trustee may succeed him or herself in office.

3.2) Trustee elections shall be conducted in the following manner: The Nominating Committee shall prepare a list of candidates. The slate shall be submitted to the Montgomery County Planning Board (MCPB) for approval. The MCPB shall review the slate and approve it within thirty days of its submittal. If the MCPB fails to approve the slate within the allotted time, it shall be deemed unsatisfactory and the Nominating Committee shall submit another slate within thirty days of the MCPB's veto.

3.3) The terms of the initial elective Board of Trustees shall be as follows: One-fifths (1/5) of the initial elective Trustees shall serve two year terms; two-fifths (2/5) of the

initial elective Trustees shall serve three year terms; and two-fifths (2/5) of the initial elective Trustees shall serve four year terms. Notwithstanding the expiration of the term of any Trustee, each shall serve until the successor Trustee is elected and seated.

3.4) There shall be at least one annual meeting of the Board of Trustees during which the Board shall elect Trustees as required and conduct such other business as shall come before it. Other meetings of the Board of Trustees shall be held as established by the Board. Notice of such meetings shall be provided by the Secretary as provided in Section 3.5 for special meetings.

3.5) Special meetings of the Board of Trustees shall be held whenever called by the President or by a majority of the other Trustees. Notice of all meetings shall be mailed to each Trustee addressed to the Trustee's residence or usual place of business, at least five (5) days before the day on which the meeting is to be held. Each such notice shall state the time, place and purpose of the meeting.

3.6) A majority of Trustees shall constitute a quorum for the purpose of conducting business at any meeting of the Board of Trustees. Unless otherwise provided in the By-Laws of the Foundation, the acts of a majority of the Trustees present at any meeting at which a quorum is present shall be the acts of the Board of Trustees.

3.7) Trustees must be present to vote.

3.8) Any vacancies in the Board may be filled for the unexpired portion of the term by a vote of the Board of Trustees at any meeting of the Board pursuant to the provisions of Section 3.2.

3.9) Any Trustee may be removed either with or without cause at any time by a vote of three-fifths (3/5) of all the Trustees of the Foundation at an election of Trustees or at a special meeting of the Trustees called for that purpose and the vacancy in the Board of Trustees caused by such removal shall be filled in the manner specified in Section 3.8 hereof.

3.10) Members of the Board of Trustees shall receive no salary or compensation for their services as Trustees. Trustees serving the Corporation as an officer or employee shall be entitled to reasonable compensation for such other services in an amount to be determined by the Board.

3.11) No member of the Board of Trustees shall be personally liable to the Foundation's creditors for any indebtedness or liability; nor shall any Trustee or Officer of this Foundation be personally liable for any indebtedness or liability of the Foundation. Any and all creditors of the corporation shall look only to the assets of the Foundation for payment.

Article Four
Officers

4.1) The officers of the Foundation shall be as follows: President, Vice President, Secretary, Treasurer, and such other officers as the Board deems necessary and appropriate.

4.2) All officers shall be elected by a majority vote of the Board of Trustees from among the Trustees and shall hold office until their successors shall have been elected. Officers shall serve two year terms. All officers may serve more than one term.

4.3) A vacancy in any office because of death, resignation, or otherwise, shall be filled by the Board of Trustees for the balance of the vacant term pursuant to the provisions of Section 3.2.

4.4) The President shall be the principal executive officer of the Foundation to carry out the directions and resolutions of the Board of Trustees. S/he shall preside at all meetings of the Board of Trustees. Upon resolution of the Board of Trustees, and not otherwise, s/he shall sign with the Treasurer any deeds, mortgages, bonds, contracts, or other instruments (including acceptances of donations, conveyances or contributions), which the Board of Trustees have authorized to be executed; the President shall countersign all checks in excess of \$500, unless otherwise ordered by the Board of Trustees; the President shall appoint all members of committees and chairmen thereof and shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Trustees.

4.5) The Vice President shall perform the duties of the President in the President's absence or in the event of the President's inability or failure to act. When so acting, s/he shall have all the powers of and be subject to all the restrictions upon the President.

4.6) The Treasurer shall receive and be the custodian of all of the money and funds of the corporation and Board of Trustees; shall deposit same in a federally insured account in a bank or savings and loan to be designated by the Board of Trustees; shall draw or disburse checks signed by the Treasurer and countersigned by the President if required by the Board of Trustees; shall keep an accurate and complete account of all money and funds received and disbursed and make a report of all receipts and disbursements to the Board of Trustees when called upon for such a report, but in any event at the annual meeting; shall pay all bills and claims against the Foundation and Board of Trustees when duly authorized by the Board, and perform all duties incident to the office of Treasurer and such other duties as may be prescribed by the Board of Trustees. The Treasurer may be required by the Board of Trustees to give a bond in an amount to be fixed by the Board of Trustees for the faithful discharge of his duties.

4.7) The Secretary shall attend all meetings of the Board of Trustees and act as clerk thereof and record all votes and the minutes of all proceedings in a book to be kept for that purpose; shall preserve all reports filed with the Secretary; shall keep a roll of the officers and members; shall see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; and shall perform such other duties as may be assigned to the Secretary by the President or the Board of Trustees. S/he shall also attest or countersign all conveyances of real estate as may be required and affix the corporate seal to the same.

4.8) No Officer of this Foundation shall be personally liable to its creditors for any indebtedness nor liability; nor shall any Officer of this corporation be personally liable for any indebtedness or liability of the corporation. Any and all creditors of the corporation shall look only to the assets of the corporation for payment.

Article Five Executive Committee

5.1) An Executive Committee shall be composed of the officers of the corporation and the chairs of the standing committees. The Executive Director shall be an ex-officio member, without voting rights, of the Executive Committee.

5.2) The President and the Secretary of the Board of Trustees shall be President and Secretary respectively of the Executive Committee.

5.3) The Executive Committee shall meet not less than monthly at a time and place designated in an official notice. Special meetings may be called whenever requested by the President or upon the written request of a majority of the other members. Notice shall be in the same manner as provided in Section 3.5. A majority of members of the Executive Committee shall constitute a quorum for the transaction of business and a majority of the quorum shall be necessary in order to take any action.

5.4) The Executive Committee shall represent and act for the Board of Trustees when that body shall not be in session in all matters excepting the election of officers and approval of the budget. The minutes and transactions of the Executive Committee shall be mailed to the members of the Board of Trustees following meetings of the Executive Committee.

Article Six Committees

6.1) At the annual meeting of the Board of Trustees, the President of the Board of Trustees shall appoint appropriate standing committees. The first member named on a committee shall serve as Chair. The standing committees are as follows:

1. Finance Committee
2. Nominating Committee
3. Development Committee

6.2) Each standing committee shall select its own secretary who shall keep an accurate record of all committee proceedings and provide them in writing to meetings of the Board of Trustees.

6.3) Members of the standing committees shall serve for one year or until their successors have been appointed. They shall be eligible for reappointment.

6.4) The Finance Committee shall periodically conduct review of fiscal policy and operating budgets, and shall present a budget to the Board at its annual meeting. The Committee shall make every effort to ensure the equitable distribution of assets and funds throughout the Montgomery County Parks system. The Finance Committee shall on behalf of the Foundation accept gifts, bequests, legacies and devises; hold and manage the same pursuant to the provisions of the Articles of Incorporation and of these By-Laws; give due and appropriate receipts and acknowledgment of any such gifts, bequests, legacies and devises and shall at all times keep and maintain an accurate perpetual record of such memorial gifts, bequests, legacies and devises.

6.5) The Nominating Committee shall nominate persons for each of the offices of the Board of Trustees at the annual meeting of the Board. Candidates for filling a vacated office or place of membership on the Board of Trustees may be presented by the Nominating Committee to the MCPB for approval at any time. Upon approval of the MCPB, the Candidates may be presented to the Board of Trustees for election at any duly authorized meeting of the Board of Trustees during which a quorum is present.

6.6) The Development Committee shall establish policy regarding fund raising activities and shall be responsible for soliciting gifts, raising money and otherwise promoting the establishment and maintenance of an endowment fund.

6.7) The Board of Trustees shall from time to time constitute additional committees as may be deemed necessary for the proper conduct of its business.

Article Seven Staff

7.1) The Board of Trustees may employ an Executive Director to attend to the day to day functions of the Foundation. The Executive Director may engage appropriate professional and clerical staff as necessary and as authorized by the Board of Trustees. The

Executive Director may sign checks or make other disbursements for the Foundation's operating expense as may be authorized by the Board of Directors.

Article Eight
Use of Funds

8.1) The Foundation may only accept and authorize the use of funds for purposes authorized by the Montgomery County Planning Board, either through the approval of a planning document or through explicit approval of a particular project.

Article Nine
Fiscal Year

9.1) The Foundation shall operate on a fiscal year ending on December 31 each year.

9.2) At the end of each fiscal year the Foundations books shall be audited. The results of the audit shall be made available to all Trustees.

Article Ten
Annual Report

10.1) The Foundation shall prepare an Annual Report. The Foundation shall submit the Annual Report to the Montgomery County Planning Board and shall make copies of the Annual Report available for inspection by members of the public.

Article Eleven
Amendments

11.1) These By-Laws may be altered, amended or repealed, and new By-Laws may be adopted at any meeting of the Board of Trustees by a three-fifths (3/5) vote of the Board; provided that written notice of such proposed action shall be given to the Montgomery County Planning Board, which shall have thirty days within which to accept or reject the proposed amendments. If the Montgomery County Planning Board fails to take action on the proposed change within thirty days, the changes are deemed rejected and the Trustees shall be prohibited from voting on the changes. All Trustees and members shall be given at least ten (10) days prior notice of such meeting, in the manner herein prescribed.

Dated this _____ day of _____, 199_.

ATTEST: _____

Secretary

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